

CONSTITUTION

OF ESWATINI CONTRACTORS ASSOCIATION



ESWATINI
CONTRACTORS
ASSOCIATION





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CONSTITUTION OF ESWATINI CONTRACTORS ASSOCIATION

SECTION 1

DEFINITIONS AND INTERPRETATION SECTION

In the interpretation of this Constitution, the following words and expressions shall have the meanings hereinafter specified unless the context requires otherwise:-

“Administrator” means the person employed to run the day to day operations in the office of the Association and shall be responsible to the Executive Committee but shall act entirely under the direction of the Chairman on behalf of the Executive Committee.

“Allowance” means an amount that is permitted within a set of regulations to compensate members for time devoted to the work of the Association.

“Annual General Meeting” means a meeting of the general membership of the Association as provided in terms of this Constitution.

“Annual Financial Report” means a formal record of the financial activities and position of the Association.

“Artificial/Juristic person” means an entity (such as a company or firm) other than a natural person created by law and recognised as a legal entity having distinct identity, legal personality, and duties and rights.

“Asset” means any movable or immovable property of the Association.

“Association” means the Eswatini Contractors Association (ECA) which is bound by the provisions of this constitution (formerly named Swaziland Contractors Association).

“Association Office” means the registered office for the time being of the Association.

“Auditor” means the Auditors of the Association who are Qualified Chattered Accountants registered with the Swaziland Institute of Accountants.





“Building works” shall mean work in relation to the erection, alteration or demolition of a building, and includes disposal of waste materials generated — by the alteration of a building other than a building excluded under the regulations; or by the demolition of a building (but not part of the building); or work in relation to repairs of a structural nature to a building.

“By-laws” means rules and regulations enacted by the Association to provide a framework for its operations and management as approved by the members.

“CIC” means the Construction Industry Council as established in accordance with the Construction Industry Council Act no 14 of 2013.

“Citizen” means a citizen of Eswatini as set out in the Constitution of the Kingdom of Eswatini 2005.

“Civil works” means the design, construction, and maintenance of the physical and naturally built environment not classified under buildings, for example railways, roads, bridges, highways, airport runways and dams.

“Code of Conduct” means set of rules outlining responsibilities and proper practices expected from the members to adhere to as they may be made by the Executive Committee from time to time.

“Committee” means committee nominated and appointed in accordance with this Constitution or otherwise specified in the by-laws.

“Construction works” means the provision and or service for the development, extension, installation, repair, maintenance, renewal, removal, renovation, alteration, dismantling or demolition of a fixed asset including of a fixed asset including building and engineering infrastructure.

“Contractor” means a person or company that undertakes a contract to provide material and or labour to perform a service.

“Electrical work” refers to work including the installation, alteration, repair or maintenance of an electrical components systems in variety of different construction projects.





“Executive Committee” means a committee elected by members of the Eswatini Contractors Association in an Annual General Meeting or Special General Meeting in accordance with this Constitution.

“Ex-officio Member” means a member nominated and elected in an Annual General Meeting or Special General Meeting to represent the Association at Construction Industry Council.

“Extraordinary or Special General Meeting” means a meeting of members of the Association in terms of this Constitution.

“Financial year” means a the period commencing on the 1st April in the calendar year and ending the 31st March following year.

“Foreign company” means a body corporate incorporated as defined in by the company laws of Eswatini.

“Industry” means an industry in connection with which the Association is established which includes any trade, undertaking work, service concerned with or contracting for the building, making, assembling, erection, fabrication, prefabrication, demolition, alteration, repair maintenance or otherwise dealing with any building, dwelling houses, structures, roads, bridges, dams, reservoirs, development of land, civil engineering projects other construction, and services connected directly or indirectly with any of the above mentioned.

“Joining fee” means a once-off payment paid by a member upon joining the Association.

“Local company” means a company which is registered under Companies Law of Eswatini and is controlled and regulated in terms of the laws of Eswatini, which a majority of the shares are owned by a Liswati citizen or citizens.

“Legal Practitioner” means a person duly admitted to practice as an advocate, attorney, notary or conveyancer in terms of the Legal Practitioners Act.

“Mechanical work” shall mean a firm or corporation engaged in either heating, ventilating, air conditioning, sheet metal work.





"Member" shall mean a company subscribing to Eswatini Contractors Association in the categories as defined by this Constitution.

"Member of the Executive" mean a Swazi citizen who holds a stake or has shares in the company subscribing to ECA duly elected into the Executive Committee.

"Membership certificate" means a certificate which shall be issued by the Association to a member upon registration and approval of membership.

"Misconduct" shall mean an act or omission inconsistent with the objectives of this constitution.

"Operational Budget" means estimates of the total value of resources required for the performance of the Association's operations within the financial year.

"Proxy/Authorised representative" shall mean authority to represent a member including the right to vote but not to be voted for.

"Quorum" shall mean the lowest number of members present to constitute a valid meeting.

"Register" means the book listing the members of the Association from time to time.

"Registration period" means a period from the 1st April to 30th April each year.

"Specialist work contractor" shall mean a contractor who carry out construction works requiring specialist knowledge and skills such as fire fighting, plumbing, shopfitting, carpentry, waterproofing etc.

"Subscription" shall mean an amount paid annually to the Association and is due no later than 30th April each year.

"Term of office" means the period of time the Executive Committee shall hold office as stipulated in this Constitution.





Wherever in this Constitution, unless the context otherwise requires, the masculine is used with reference to persons it shall include the feminine and where the singular is used it shall include the plural and vice versa.

SECTION 2

2.1 NAME OF ASSOCIATION

The name of the association shall be **Eswatini Contractors Association**.

2.2 NATURE OF THE ASSOCIATION

2.2.1 The Association shall operate on the basis of obligatory membership and as an Affiliated Association to relevant national and international institutions.

2.2.2 The Association shall be governed in accordance with the provisions of this Constitution and shall not operate for profit but for the benefit of the members.

2.2.3 The Association shall have its own legal capacity and shall be entitled to institute legal action and to have legal action instituted against it in its own name. The Association shall continue to exist notwithstanding any change in membership and shall be entitled to hold property (whether movable or immovable) in its own name.

2.2.4 No member shall only by virtue of his membership be entitled to any property or other assets of the Association, whether during the existence of the association or after its dissolution.

SECTION 3

ADDRESS OF THE ASSOCIATION

The principal office of this Association shall be located in a convenient place within Eswatini as may be determined by the Executive Committee from time to time.





SECTION 4

OBJECTIVES OF THE ASSOCIATION

The objectives of the Association shall be the following:

- 4.1 To protect the market in the construction industry on behalf of the members in the Kingdom of Eswatini.
- 4.2 To promote and advance the status and public recognition of ECA and its members by maintaining and uphold high standards, ethical conduct and the integrity of the construction industry.
- 4.3 To proactively review any proposed legislative or other measures affecting the interest of the Association and its members in any matter.
- 4.4 To provide forum for dialogue, mutual consultation among stakeholders by encouraging exchange of information and techno-know how for the improvement of construction technology and management, upgrading of labour skills and standards, promote export of construction services.
- 4.5 To secure cooperative action in advancing the common purposes of its members by cooperating with all branches of the construction industry, including manufactures and financial institutions for the purposes of mutual advantage.
- 4.6 To establish and implement initiatives for future sustainability and continuity of the Association.
- 4.8 To promote and advance the common interests of its members.
- 4.9 To foster transformation economic development as well the empowerment of women meaningful participation in the industry.

SECTION 5

MEMBERSHIP

5.1 APPLICATION FOR MEMBERSHIP

- 5.1.1 Membership shall be compulsory for every local and foreign contractor.
- 5.1.2 Membership shall comprise the following industry group or disciplines:-



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- i) Building works contractors
 - ii) Civil works contractors
 - iii) Electrical/Mechanical works contractors
 - iv) Specialised works contractors

5.1.3 Membership application from local/foreign contractors shall be made in writing in a prescribed form and be accompanied by the amount of the annual dues in force at the time of the application together with valid company documents.

5.1.4 The applicant shall choose an industry group or discipline for which he seeks membership on the application for membership. The choice shall be based upon the business which the sought membership business participate.

5.15 Companies with different trades shall also be required to register each of those trades separately.

5.1.6 The application for membership may be submitted by any person authorised by the applicant.

5.1.7 Where an applicant is approved for membership of the Association the Administrator shall forthwith in writing advise him accordingly that the applicant's name has been entered in the register of members and the Administrator shall furnish him with a copy of this Constitution together with all amendments thereto as at the date of admission together with a Membership Certificate.

5.1.8 The applicant attaining membership shall be regulated by this Constitution, by laws, Code of Ethics and any other pieces of legislation regulating the Association.

5.1.9 Each member shall pay an annual subscription fee as described in the bylaws.

5.1.10 All applicants that do not meet the requirements are automatically not registered but will be required to submit pending documentation to ensure compliance.





5.2 TYPES OF MEMBERSHIP

The Association shall comprise the following classes of membership:

5.2.1 Local and Foreign membership.

5.2.2 Local membership shall-

- a) Have all the rights and privileges of membership outlined in the Bylaws and this constitution; or
- b) Vote in elections, or seek and hold elective office as a member of the Executive if he meets the criteria stated in clause 8.3 hereunder; or
- c) Nominate any candidate for election to any office; or
- d) Have power to vote in respect of any matter.

5.2.3 Foreign membership shall -

- a) Not be eligible for election to any office in the Association, or
- b) Nominate or second the nomination of any candidate for office, or
- c) Not have power to vote any matter.

(Hereinafter collectively referred to as "the Members")

5.2.4 Categorisation of membership

Local and foreign membership will be classified in the following membership terms in accordance with the bylaws.

- i. Small
- ii. Medium
- iii. Large





5.3 CESSATION AND TERMINATION OF MEMBERSHIP

Membership shall cease if the member:

- 5.3.1 Ceases to operate its business. Should a member of the association cease to operate as a business such member shall inform the association within thirty (30) days of cessation of business.
- 5.3.2 Fails to pay the yearly subscriptions.
- 5.3.3 Has been found to have breached the code of ethics, provisions of this constitution and bylaws.
- 5.3.4 Is liquidated or insolvent
- 5.3.5 Has tendered or cancel his membership and all prepaid dues, if any, shall be forfeited thereby.

5.4 REINSTATEMENT

- i. Any membership which has been forfeited for failure to pay dues may request reinstatement by making application to the Association office.
- ii. The member shall be required to pay 10% penalty if the member has failed to inform ECA within thirty (30) days.
- iii. A vote of two thirds (2/3) of the entire Executive Committee shall be required to reinstate any member who has been expelled or suspended pursuant to the provisions of the constitution.

SECTION 6 **THE EXECUTIVE COMMITTEE**

6.1 Subsequent to the appointment of the Executive Committee, the Committee shall consist of;

- i. Chairman
- ii. Vice Chairman
- iii. Secretary General
- iv. Vice Secretary General





- v. Treasurer
- vi. And four (4) other members of the Association and throughout their terms of office shall be a member in good standing.

6.1.1 The composition of the Executive Committee shall be made up Swazi citizens who holds shares in the local company registered as a member of the Association.

6.1.2 The Executive Committee shall be elected from the following disciplines or industry group:

- Building contractors (3 members)
- Civil contractors (2 members)
- Electrical/Mechanical contractors (2 members)
- Specialist contractors (2 members)

6.1.3 The Executive Committee's term of office will be four (4) years and shall not exceed two terms. The term ends at the close of the Annual General Meeting.

6.1.4 A member who has already served on the Executive Committee shall be eligible for re-election when their term of office has expired but may not serve more than two terms.

6.1.5 The duties of the Executive Committee shall be as follows:

- **The Chairperson shall:**

- i. Give direction and leadership in all matters of the association.
- ii. Chair all Annual and Special General Meetings and meetings of the Executive Committee.
- iii. Represent the Association in any meeting where it is deemed fit.
- iv. Endorse and present annual reports in all Annual General Meetings.
- v. Have a casting vote in case of a deadlock.
- vi. Sign all necessary documents on behalf of the association.





- vii. Establish a care taker committee that will consist of the outgoing Chairman, Treasurer and Administrator to perform the following duties
 - Prepare reports for the AGM
 - Prepare contingency budget
 - Ensure finalization of audit
- viii. To appoint the following standing committees composed of the Executive Committee members and members of the Association and special task forces to study specific issues and make recommendations:
 - a) **Finance and Management subcommittee**- shall prepare a budget for the ensuing year and shall present same to the Executive Committee for approval prior to the Annual Meeting, assist the Executive Committee in determining the fees for the year, oversight of the Association surplus fund, audit results and deal with all matters relating to staffing.
 - b) **Social and Ethics subcommittee**- shall hear all cases of alleged misconduct and determination of any matter of a disciplinary nature and review legislation or regulations, industry trends and government practices affecting the industry and identify major impacts of these legislatives. The subcommittee shall also be responsible for advising on issues worth advocating for or against and with the assistance of the Executive Committee create information and educational forums for the members on regulatory and government practices.
 - c) **Membership Development Subcommittee**-shall be responsible for identifying industry groups or disciplines capacity and areas of improvement that would assist membership to sustain high performance in the industry or sustainability, crafting and delivering products and services tailor made for each discipline.
 - xii) Regular evaluate subcommittees' performances and adjust them based on the Association changing governance needs.





- **The Vice Chairperson shall:**
 - i. Perform all functions of the Chairperson in his absence.
 - ii. Act as a Chairman until the next Special General Meeting, should the Chairman ceases to be member of the Association.
- **The Secretary General shall:**
 - i. Keep accurate records of every meeting of the Executive and every general meeting in a minute book file, and the minutes of any meeting, as the case may be.
 - ii. Ensure that all important document are kept in safe custody all the documents of the Association.
 - iii. Send notices of all general meetings and Executive meetings to those people entitled to attend such meetings, after consultation with the Chairperson.
 - iv. The Secretary shall keep proper minutes of the Executive Committee Meeting, General Meeting, and the Annual General meeting.
 - v. Ensure minute are certified and signed by the Chairman after confirmation thereof by the following meeting, to the effect that the minute is a true reflection of what took place at the meeting and a copy thereof shall subsequently be filed in a minutes books kept for the purpose.
 - vi. Ensure minutes of the Association are confidential and subject to inspection only by members of the Association.
- **The Vice Secretary General shall:**
 - i. Perform all functions of the Secretary General in his /or her absence.



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- ii. Act as a Secretary General until the next Special General Meeting, should the Secretary General ceases to be member of the Association.

- **The Treasurer shall:**

- i. Keep an accurate record of all financial transactions of the Association in accordance with accepted accounting practise, which must be made available for inspection by the executive at all reasonable times.
- ii. Present monthly management report/account to the Executive Committee.
- iii. See to the timely collection of subscriptions and other moneys due by the members.
- iv. Together with the Auditor give financial and management report annually, at the general meetings and Executive Committee meeting.
- v. Together, with the Chairman or the Vice Chairman be signatories in all matters of finance and investments for the Association.
- vi. At the conclusion of the financial year, cause all accounts and financial records of the Association to be audited by a registered Auditor appointed by the Executive Committee.
- vii. Prepare a contingency budget that shall be used between the end of the financial year and the next Annual General Meeting. Such budget shall be presented and adopted by the general membership every Annual General Meeting.





- **Other Executive Committee members shall:**

- i. Attend all Executive Committee meetings.
- ii. Perform any duty as delegated by the Chairman and/ or the Executive Committee.

6. 2 POWERS OF THE EXECUTIVE COMMITTEE

- a) The management of the affairs of the Association shall be vested in the Executive Committee in accordance with this Constitution.
- b) All activities and affairs of the Association shall be conducted and exercised by or under the direction of the general membership.
- c) The Executive Committee, subject always to the directions of the general membership, shall represent the Association in all matters relating to the Association's object in accordance with this Constitution and pursuant to the right, privileges and welfare of the members of the Association.
- d) Sanction a forensic audit on the financial records of the Association whenever appropriate.
- e) To employ management personnel in accordance with operational procedure policies.
- f) To make by-laws and a code of conduct in the interest of the Association.
- g) To revoke or amend any by-law, orders, propose amendments to the Constitution by a majority vote of all Executive Committee members.
- h) To issue resolutions being issued from time to time, subject to the provisions contained in the preceding sub-clause in consultation with the members.
- i) To submit names of representatives of Eswatini Contractors Association to Construction Industry Council with the approval of the membership in a Special or Annual General Meeting.





- j) To open and operate an account in any local bank in the name of the Association.
- k) To discipline any member of the Association and shall forward disciplinary matters to the Social and Ethics Committee for appropriate action.

6.3 Vacant positions in the Executive Committee

Positions shall become vacant when:

- i) A member has passed away;
- ii) A member resigns by submitting written notice of his resignation to the Executive Committee.
- iii) The vacant position will be replaced by the second highest vote during previous elections.
- iv) The member has been removed from office for misconduct through a resolution of the Executive Committee. The Chairman may remove a member with immediate effect, without any need for prior notice and without referral to a special committee, where the circumstances are such that the Chairman is entitled to do so by reason of the serious or gross misconduct of the member and in such a case details of this procedure shall not apply. The decision to remove an Executive Committee member to be reported in the next Annual or Special General Meeting.
- v) The term of office for the replacement members elapses when the term of office for the current Executive ends.
- vi) When the member has absented himself for three (3) consecutive times without valid apologies acceptable by the Executive Committee.
- vii) If he or she is no longer a member in good standing.





6.4 Vacation of office for the Executive Committee

- i) When the term of office has expired.
- ii) When a vote of no confidence has been passed by the members resulting in the recall or removal of the Executive Committee.

6.5 Recall and Removal of the Executive Committee

The entire Executive Committee shall be removed or recalled from office under the following circumstances;

- (1) Removal by vote or recall ballot at a meeting by the membership
 - The power to recall or remove the Executive Committee is also vested with the membership which has the authority to remove the committee with or without cause.
 - At least three quarters ($\frac{3}{4}$) of the membership present at the General Meeting duly constituted and quorate shall have a right to remove or recall the Executive Committee if they are not satisfied with their performance/conduct in the affairs of the Association; or
- (2) Removal by judgement of the court of law.

6.6 Representatives (Ex officio Members) of the Association at the Construction Industry Council

- i) The representatives to CIC shall be made up of shareholders of local companies registered as members of the Association.
- ii) The representatives shall be elected by the general membership in an Annual or Special General Meeting.
- iii) Interested nominees shall submit letter of interest to the Administrator four (4) weeks before the AGM. These nominees shall be two from each of the four disciplines of the Association.
- iv) The nominees must meet the following criteria;





- The nominee must be member of the Association for a period not less than two (2) years.
 - Have extensive practical knowledge in the construction industry.
- v) The Chairman will establish a special committee that will assist the Executive Committee in identification and appointment of suitably and skilled representative to CIC before any appointment, which will then inform the Executive Committee of the assessment results.
- vi) The Executive Committee shall submit or present shortlisted names to the general membership for election.
- vii) The Ex officio members shall report to the Executive Committee in writing quarterly and at any other time as it may be deemed required by the Executive Committee.
- viii) Representatives will be appointed for a term of office of four (4) years and may resign at any time during their tenure by giving notice to the Executive of ECA.
- ix) Notice of resignation shall be a period of thirty (30) days.
- x) Representatives reaching their end of their term of office may be re-appointed to a further term, subject to the person continuing to be eligible and to clause 6.7 hereunder.

6.7 Recall and removal of the CIC Representatives

The CIC Representatives shall be removed or recalled from office under the following circumstances;

(1) Removal by vote or recall ballot at a meeting by the membership

- The power to recall or remove the CIC representatives is also vested with the membership which has the authority to remove the representatives with or without cause.



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- At least three quarters ($\frac{3}{4}$) of the membership present at the General Meeting duly constituted and quorate shall have a right to remove or recall the representatives if they are not satisfied with their performance/conduct/failure to advance the interest of the members in the Construction Industry Council or;
- (2) Removal by judgement of the court of law.

SECTION 7 **MEETINGS**

7.1 MEETINGS OF THE EXECUTIVE COMMITTEE

- i. The Executive Committee shall have four (4) Executive meetings and maximum of eight (8) Special Executive Committee meetings a year on such dates as the Executive Committee shall determine.
- ii. In every Executive Committee Meeting the presence of Chairman or Vice Chairman, Secretary General and any other three (3) shall form a quorum.
- iii. The Administrator shall be an ex officio member without voting rights.

7.2 SUB-COMMITTEE MEETINGS

- i. The sub-committees shall elect their own Chairman who will report directly to the Executive Committee.
- ii. Subcommittee meetings shall be convened four (4) times a year.
- iii. The Chairman of the subcommittee shall be responsible for the agenda.
- iv. The subcommittee chairman will get approval of holding meetings from the Executive Committee Chairman.





7.3 ANNUAL GENERAL MEETING

- i. The annual general meetings shall be held in the month of June each year.
- ii. 100 members, in good standing shall form a quorum at the Annual General Meeting.
- iii. Authorised representatives or proxies are also allowed in establishing a quorum at the meetings of the membership. The rights granted to the proxy holder can be revoked at any time by the executor of the proxy. The proxy must be dated, time, and place of the meeting for which the proxy was given, and be signed by the person who is authorised to grant the proxy.
- iv. All legible members of the Association shall be entitled to one vote.
- v. Notice of meetings shall be given not less than three (3) weeks for Annual General Meetings.
- vi. An attendance register shall always be kept in all meetings. Any member who does not attend a meeting shall be liable to a fine in accordance with the Bylaws.
- vii. Late arrival at the meeting shall be fined in accordance with the bylaws of the Association.
- viii. Non attendant members must send apologies to the Administrator twenty-four hours before the meeting through modes of communication described in the bylaws.
- ix. Where the quorum requirement for an Annual General Meeting is not met within an hour after the appointed time for the meeting to commence, the Chairman shall then adjourn the said meeting for not more than 14 days and direct a further notice be sent as provided, drawing attention to the fact that the prior meeting had adjourned for want of a quorum and in the event of a quorum not being present at the adjourned meeting, then the number of members present shall be the quorum required for the adjourned meeting and the business shall be decided, determined or resolved.





7.4 SPECIAL GENERAL MEETINGS

- i) Special General Meetings shall be held at least three times a year and such meeting shall be called by the Executive Committee on behalf of the membership and the general membership when there is a need.
- ii) The premises for convening the meeting shall be decided upon by the Executive Committee.
- iii) Authorised representatives / proxies are also allowed in establishing a quorum at the meetings of the membership.
- iv) 100 members, in good standing shall form a quorum at the Special General Meeting.
- v) The Chairman is responsible for chairing Special General Meetings
- vi) Notice of meetings shall be given not less than one (1) week for Special General Meetings, prior to the date of meetings.
- vii) If a quorum for any Special General Meeting is not met within an hour after the appointed time for the meeting to commence, the Chairman shall then adjourn the said meeting and reschedule such within 14 calendar days.

7.5 RESOLUTIONS OF THE GENERAL MEETINGS

- i. All resolutions passed or adopted at a General Meeting of the Association, shall be conclusive and binding to all Members and on the Executive Committee.
- ii. All resolutions taken by the members shall be implemented by the Executive Committee.

7.6 VOTING

At every meeting of the Association a resolution put to a vote at the meeting shall be decided by a show of hands by a majority of the members present and entitled to vote.





SECTION 8

NOMINATIONS AND ELECTIONS

The Executive Committee shall be elected at the Annual General Meeting or Special General Meeting by secret ballot. The Association shall procure an independent electoral officer or a legal practitioner that has knowledge and experience of conducting elections. The Executive Committee members shall be elected for a four (4) year term.

8.1 ELECTIONS QUORUM

In order for elections to be valid, the quorum requirement must be met depending on the type of general meeting convened.

8.2 REGISTRATION

- i. Each member will register and receive 5 ballot papers to cast votes only when ECA has confirmed eligibility.
- ii. A member regardless of numerous companies will have one vote.
- iii. As soon as the meeting commences, registration of late members will not be permitted unless prior communication of delay has been notified.
- iv. Once Registration is closed, the Secretary General must communicate with the Electoral Officer of the total number of members registered.
- v. This will ensure that votes always agree to member's registration in order to mitigate risk of manipulation of votes or rigging.

8.3 NOMINATIONS

- i. It will be secret nomination from each discipline and candidates will be nominated from the floor.
- ii. The process of making nominations is subject to the following rule;
 - a) Members will be grouped as per the disciplines.





- b) The Electoral Officer will open floor to all four disciplines to nominate their preferred candidates by secret ballot.
- iii. Nominations in each discipline will be as follows:
 - a) Building- nominate 4 members to stand for election two from medium or large contractors and the other two from small contractors will be elected as per constitution.
 - b) Civil- nominate 4 members to stand for election two from large or medium contractors and the other two from small contractors will be elected as per constitution.
 - c) Electrical/Mechanical- nominate 4 members to stand for election two from large or medium contractors and the other two from small contractors will be elected as per constitution.
 - d) Speciality- nominate 4 members to stand for election from large or medium contractors and the other two from small contractors will be elected as per constitution.
 - e) The members shall either accept or decline the nomination.

8.3 QUALIFICATION FOR NOMINATION

All nominees must comply with the following criteria;

- i. The candidate must be member in good standing (i.e., a fully paid member for current year with no outstanding balances owing to the Association) for a constant period of two (2) years.
- ii. The candidate must not be involved or found to have acted dishonestly.
- iii. The candidate must be a shareholder in the member company.

8.4 FUNCTIONS OF ELECTORAL OFFICER

The Electoral Officer shall

- i. Ensure that ballot papers are distributed to members in readiness to vote.
- ii. Ensure that each member votes for one (1) candidate per discipline.



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- iii. Ensure that ballot counters collect all ballot papers from the disciplines.
 - iv. Ensure that ballots have different colour shades for four disciplines.
 - v. Ensure transparency in the ballot counting in full view of entire membership.
 - vi. Ballot counters shall group votes according to the disciplines voted for.
 - vii. The Electoral Officer shall record the votes of each member to their name on the list in the presence of the membership based on the count.

8.5 **ANNOUNCEMENT OF RESULTS**

The Electoral Officer shall announce the results to the members confirming with a formal declaration of the result.

8.6 **APPOINTMENT OF EXECUTIVE COMMITTEE**

- i. The office bearers shall consist of Chairman, Vice Chairman, Secretary General, Vice Secretary General and Treasurer and four committee members.
- ii. The Executive Committee will be elected into position by secret ballot.
- iii. The Electoral officer shall hold casted ballot papers for a period of four (4) years before they can be destroyed.

8.7 **VETTING OF EXECUTIVE COMMITTEE MEMBERS**

The Executive Committee shall be vetted before the issuance of letter of appointment. Such vetting shall be conducted by the Electoral officer assisted by the Administrator who will be running the Association at that time.





SECTION 9
APPOINTMENT OF AUDITORS

9.1 The Association shall at the Annual General Meeting of each year appoint an Auditor and its renewal.

9.2 The Auditor shall be engaged to make an annual audit of all accounts of the Association and shall submit same to the Executive Committee through the Remuneration and Management Committee Chairman in time for the Annual General Meeting.

9.3 The result of the annual audit shall be presented at the Annual General Meeting and also circulated to all Members of the Association.

9.4 The Auditor shall for audit purposes only, at all reasonable times have access to the books, minutes, and accounts of the Association.

9.5 The administrator shall make same available and said audit firm shall examine the Executive Committee, the employees of the Association with regard thereto and to require such information or explanation as may appear necessary or proper.

SECTION 10
APPLICATION AND CONTROL OF FUNDS, PROPERTY

10.1 The annual budget shall be assessed by the Remuneration and Management Subcommittee and presented to the Executive Committee for approval.

10.2 The income and property of the Association shall be applied solely towards the promotion of the objects of the Association, however, the Executive Committee by majority may apply a portion of the funds to charity or to the recognition of special services render to the Association.

10.3 All property which may be acquired or be purchased through funds of the Association or those donated to the Association shall be vested in the Association.

10.4 The Executive Committee shall have power to control and invest the same in the name of the Association with the approval of the membership.





SECTION 11

PROFESSIONAL CONDUCT

Every member of the Association shall comply with the by-laws and the code of conduct. Failure to comply with the by-laws and code of conduct may constitute or result in disciplinary action in terms of the by-laws and this constitution.

SECTION 12

EMPLOYEES OF THE ASSOCIATION

- i. Shall be determined by the Operational Procedure Policies.
- ii. The Association shall establish management office and retain an Administrator to administer the affairs of the Association under the direction of the Chairman on behalf of the Executive Committee.
- iii. Other staff and consulting personnel as may be hired shall undertake duties, responsibilities and authority as may be delegated by the Executive Committee and shall be responsible to the Management.
- iv. Management is authorised to hire, supervise and assign such personnel to provide liaison and assistance in the operation of the Association as instructed by the Executive Committee.

SECTION 13

MISCELLANEOUS

13.1 Legal Representatives and Service Providers

The Executive Committee shall appoint a law firm to represent the Association in all legal aspects.

13.2 Interpretation of the Constitution

The Association shall seek the assistance of the legal firm in interpreting this Constitution.





13.3 Applicable laws

The laws applicable to the interpretation of this constitution shall be the laws applicable in the Kingdom of Eswatini.

13.4 Amendments of the Constitution

13.4.1 The Executive Committee may propose to the amendments of the Constitution by a simple majority vote.

13.4.2 The general membership may propose amendment by submitting a petition to the Executive committee.

13.4.3 The proposed amendment must be passed in bona fide belief that it is to the benefit of the Association or in compliance with any legislation that may be applicable to the Association from time to time or to correct patent error in referencing, or similar defect in the Constitution.

13.4.3 The Chairman shall issue a written notice of motion to the members at least three (3) weeks before the Special General Meeting called for the purpose of considering the proposed amendment and adoption.

13.4.4 When adopted by the membership, this shall mean:

- a) be conclusively deemed to be the Constitution of the Association (take the form of a new constitution in substitution of the existing constitution or one or more amendments to the existing constitution by changing the name of the Association, deleting, altering or replacing any of its provisions, inserting new provisions or making any combination of such amendments).
- b) shall be binding to all members of the Association.

13.4.5 The Amendments to this Constitution shall be adopted at an Annual General Meeting or Special General Meeting by 100 members present at the meeting and shall be effected by a two thirds majority vote in favour of the proposed amendment at the meeting.





SECTION 14 **DISSOLUTION**

14.1 The Association may be dissolved if at least three quarters (3/4) of the members registered at that time and voting at the Annual General Meeting convened for the purpose of considering such matter are in favour of the dissolution.

14.2 The terms of any resolution shall provide for the manner in which any surplus of the Association after satisfaction of the debts of the Association shall be applied; provided that no such remaining property or assets shall be transferred to any member but to another non-profit organisation with similar objectives as the Association to be determined by the Executive at or before the time of dissolution or failing such determination by a court of law.

SECTION 15 **EFFECTIVE DATE**

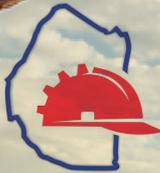
The amended Constitution was adopted with inputs from the members on the 06th December 2018 by the general membership and sealed with the Association seal.





THANK YOU!





ESWATINI
CONTRACTORS
ASSOCIATION